

HELM
LOCOMOTIVE LEASING

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

March 1, 1996

Ms. Mildred Lee
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of Assignment of Lease dated November 1, 1995 ("**Assignment**") between the following parties:

Assignor: Helm Locomotive Leasing Joint Venture
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

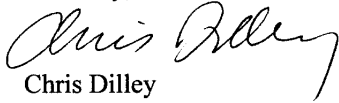
Assignee: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

The equipment involved in this transaction is as follows:

Equipment: Ninety-six (96) covered hoppers (See Exhibit A for further description.)

Please file the Assignment as a supplementary document to Recordation No. ~~18873~~ and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed cheque.

Sincerely,


Chris Dilley
Administrative Assistant

/cd
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

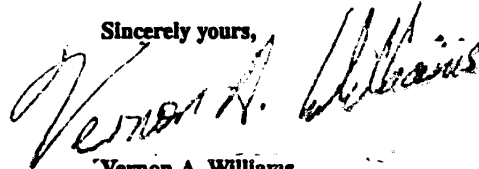
3/4/96

Chris Dilley
Administrative Assistant
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA.94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 3/4/96 at 4:35PM, and
assigned recordation number(s). 19956,17359-B,18290-A,18735-A,18873-B,
19333-A and 19475-B.

Sincerely yours,

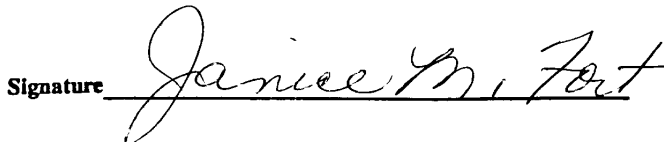


Vernon A. Williams
Secretary

Enclosure(s)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18873-B

ASSIGNMENT OF LEASE

FOR VALUE RECEIVED, HELM LOCOMOTIVE LEASING CORPORATION ("HLLC"), as assignee of HELM LOCOMOTIVE LEASING JOINT VENTURE ("HLLJV"), a joint venture organized under the laws of the State of Michigan, with its principal place of business at One Embarcadero Center, Suite 3700, San Francisco, California 94111, hereby sets over, transfers and assigns to HELM FINANCIAL CORPORATION ("Helm"), a California corporation, with its principal place of business at One Embarcadero Center, Suite 3700, San Francisco, California 94111, all of its rights, title and interest in and to the ninety-six (96) covered hoppers described more fully in Exhibit A attached hereto ("Units") and the Lease of Railroad Equipment dated as of May 9, 1994 ("Lease"), by and between HLLC and Norfolk Southern Railway Company.

This Assignment shall be deemed to have become effective on the 1st day of November 1995.

HELM LOCOMOTIVE LEASING CORPORATION


By: 

Title: Senior Vice President, CFO

ACCEPTANCE OF ASSIGNMENT OF LEASE

Helm, as lessor, hereby accepts the foregoing Assignment of Lease and assumes and agrees to perform all of the terms, covenants, conditions, and provisions of such Lease which are therein provided to be observed and performed by Helm thereunder on and after the 1st day of November, 1995.

HELM FINANCIAL CORPORATION

By: 

Title: President

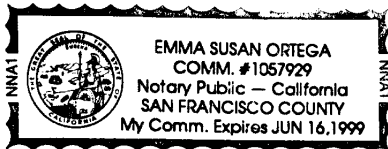


STATE OF CALIFORNIA)
) s.s.
COUNTY OF SAN FRANCISCO)

On Feb. 9, 1996, before me, Emma S. Ortega personally appeared John F. Dains, Senior Vice President, Finance of HELM LOCOMOTIVE LEASING CORPORATION,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

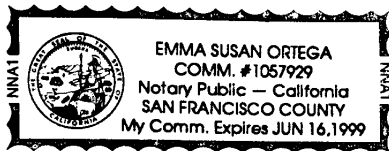
Emma Susan Ortega
SIGNATURE OF THE NOTARY

STATE OF CALIFORNIA)
) s.s.
COUNTY OF SAN FRANCISCO)

On Feb. 9, 1996, before me, Emma S. Ortega personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

☒ personally known to me -OR-

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

JS

EXHIBIT A

To the Assignment of Lease dated as of February 9, 1996 between Helm Locomotive Leasing Corporation and Helm Financial Corporation

Equipment Description:

Ninety-six (96) 4,600 cubic foot, 100 ton, three pocket, jumbo covered hopper railcars with trough hatches

Unit Mark:

HJ VX

Unit Numbers:

10300	10320	10340	10363	10384
10301	10321	10341	10364	10385
10302	10322	10342	10365	10386
10303	10323	10343	10366	10387
10304	10324	10344	10367	10388
10305	10325	10346	10368	10389
10306	10326	10347	10369	10390
10307	10327	10348	10370	10391
10308	10328	10349	10372	10392
10309	10329	10350	10373	10393
10310	10330	10352	10374	10394
10311	10331	10353	10375	10395
10312	10332	10355	10376	10396
10313	10333	10356	10377	10397
10314	10334	10357	10378	10398
10315	10335	10358	10379	10399
10316	10336	10359	10380	
10317	10337	10360	10381	
10318	10338	10361	10382	
10319	10339	10362	10383	